

VERSCHOOR FLOOR AMENDMENT

SENATE AMENDMENTS TO S.B. 1410

(Reference to printed bill)

Page 1, strike lines 2 through 11

Strike lines 17 through 22 insert:

“B. THE COMMISSION SHALL FILE A DOCUMENT DELIVERED TO THE COMMISSION
FOR FILING IF BOTH OF THE FOLLOWING APPLY:

1. THE COMMISSION DETERMINES THAT THE DOCUMENT SATISFIES THE
REQUIREMENTS OF CHAPTERS 1 THROUGH 17 OF THIS TITLE.

2. THE CORPORATION FILING THE DOCUMENT OR ON WHOSE BEHALF THE DOCUMENT
IS BEING FILED, IS IN GOOD STANDING WITHIN THE MEANING OF SECTION 10-128 OR
10-3128.

C. THE COMMISSION MAY FILE A DOCUMENT DELIVERED TO THE COMMISSION IN
WHICH EITHER THE CORPORATION HAS FILED ARTICLES OF DISSOLUTION OR THE
CORPORATION HAS FILED A DOCUMENT THAT IS REQUIRED TO BRING THE CORPORATION
INTO GOOD STANDING.”

Reletter to conform

Strike lines 37 through 44

Strike pages 2, 3 and 4

Page 5, strike lines 1 through 38

Renumber to conform

Page 6, strike lines 35 through 44

Strike pages 7 and 8, insert:

"D. The certificate of disclosure shall set forth all of the following:

1. The following information regarding all persons who at the time of
its delivery are officers, directors, trustees, incorporators and persons
controlling or holding over ten per cent of the issued and outstanding common
shares or ten per cent of any other proprietary, beneficial or membership
interest in the corporation:

(a) Whether any of the persons have been convicted of a felony
involving a transaction in securities, consumer fraud or antitrust in any

1 state or federal jurisdiction within the seven year period immediately
2 preceding the execution of the certificate.

3 (b) Whether any of the persons have been convicted of a felony, the
4 essential elements of which consisted of fraud, misrepresentation, theft by
5 false pretenses or restraint of trade or monopoly in any state or federal
6 jurisdiction within the seven year period immediately preceding the execution
7 of the certificate.

8 (c) Whether any of the persons are or have been subject to an
9 injunction, judgment, decree or permanent order of any state or federal court
10 entered within the seven year period immediately preceding the execution of
11 the certificate, if the injunction, judgment, decree or permanent order
12 involved any of the following:

13 (i) The violation of fraud or registration provisions of the
14 securities laws of that jurisdiction.

15 (ii) The violation of the consumer fraud laws of that jurisdiction.

16 (iii) The violation of the antitrust or restraint of trade laws of
17 that jurisdiction.

18 (d) With regard to any of the persons who have been convicted of the
19 crimes or who are the subject of the judicial action described in
20 subdivisions (a), (b) and (c) of this paragraph, information regarding:

21 (i) Identification of the persons, including present full name, all
22 prior names or aliases, including full birth name, present home address, all
23 prior addresses for the immediately preceding seven year period, ~~AND~~ AND date
24 and location of birth ~~and social security number~~.

25 (ii) The nature and description of each conviction or judicial action,
26 the date and location, the court and public agency involved, and the file or
27 cause number of the case.

28 2. A brief statement disclosing whether any persons who at the time of
29 its delivery are officers, directors, trustees, incorporators and persons
30 controlling or holding over twenty per cent of the issued and outstanding
31 common shares or twenty per cent of any other proprietary, beneficial or
32 membership interest in the corporation and who have served in any such

1 capacity or held a twenty per cent interest in any other corporation on the
2 bankruptcy, ~~OR~~ receivership ~~or charter revocation~~ of the other corporation.

3 If so, for each corporation, the certificate shall include:

4 (a) The names and addresses of each corporation and the person or
5 persons involved.

6 (b) The state in which each corporation:

7 (i) Was incorporated.

8 (ii) Transacted business.

9 (c) The dates of corporate operation.

10 3. The signatures of all of the incorporators.

11 4. The date of its execution, which shall be not more than thirty days
12 before its delivery to the commission.

13 5. A declaration by each signer that he swears to its contents under
14 penalty of law.

15 E. The certificate of disclosure may set forth the name and address of
16 any other person whom the incorporators elect to be the subject of those
17 disclosures required under subsection D, paragraph 1 of this section.

18 F. If within sixty days after delivering the articles of incorporation
19 and certificate of disclosure to the commission any person becomes an
20 officer, director, trustee or person controlling or holding over ten per cent
21 of the issued and outstanding shares or ten per cent of any other
22 proprietary, beneficial or membership interest in the corporation and the
23 person was not the subject of the disclosures set forth in the certificate of
24 disclosure, the incorporators or, if the organization of the corporation has
25 been completed as provided in section 10-205, the corporation shall execute
26 and deliver to the commission within the sixty day period a declaration,
27 sworn to under penalty of law, setting forth all information required by
28 subsection D, paragraph 1 of this section regarding the person. If the
29 incorporators or, as applicable, the corporation fail to comply with this
30 subsection, the commission may administratively dissolve the corporation
31 pursuant to section 10-1421.

1 G. If any of the persons described in subsection D, paragraph 1 of
2 this section have been convicted of the crimes or are the subject of the
3 judicial action described in subsection D, paragraph 1 of this section, the
4 commission may direct detailed interrogatories to the persons requiring any
5 additional relevant information deemed necessary by the commission. The
6 interrogatories shall be completely answered within thirty days after mailing
7 of the interrogatories. With respect to corporations incorporating or
8 seeking authority to transact business, articles of incorporation or an
9 application for authority shall not be filed until all outstanding
10 interrogatories have been answered to the satisfaction of the commission.
11 With respect to existing domestic and foreign corporations, if the
12 interrogatories are not answered as provided in this subsection or the
13 answers to the interrogatories otherwise indicate proper grounds for an
14 administrative dissolution, the commission shall initiate an administrative
15 dissolution in accordance with chapters 1 through 17 of this title.

16 H. On a quarterly updated basis, the commission shall provide to the
17 attorney general a list of all persons who are convicted of the crimes or who
18 are the subject of the judicial action described in subsection D, paragraph 1
19 of this section as indicated by the certificates of disclosure filed during
20 the preceding three months.

21 I. Any person who executes or contributes information for a
22 certificate of disclosure and who intentionally makes any untrue statement of
23 material fact or withholds any material fact with regard to the information
24 required in subsection D, paragraph 1 of this section is guilty of a class 6
25 felony."

26 Page 9, strike lines 1 through 30

27 Renumber to conform

28 Page 13, line 20, after "publication" insert "OR OTHER APPROPRIATE EVIDENCE OF
29 PUBLICATION"

30 Strike lines 24 and 25, insert:

31 "7. The corporation has failed to comply with section 10-202,
32 subsection F."

1 Renumber to conform

2 Page 13, lines 34 and 35, strike "~~file a certificate of disclosure or~~" insert "file

3 a certificate of disclosure or"

4 Line 43, strike "~~and a certificate of disclosure~~" insert "and a certificate of

5 disclosure"

6 Line 44, after the period strike remainder of line

7 Strike line 45

8 Page 14, line 1, strike "~~requirements of section 10-202, subsection F.~~" insert "The

9 certificate of disclosure shall contain the information set forth in section

10 10-202, subsection D and is subject to the requirements of section 10-202,

11 subsection F."

12 Lines 29 and 30, strike "~~and the certificate of disclosure~~" insert "and the

13 certificate of disclosure"

14 Page 16, line 23, after "affidavit" insert "OR OTHER APPROPRIATE EVIDENCE"

15 Line 31, strike "~~file a certificate of disclosure or~~" insert "file a certificate

16 of disclosure or"

17 Strike lines 37 through 44

18 Strike pages 17 through 22

19 Page 23, strike lines 1 through 26

20 Renumber to conform

21 Page 24, strike lines 24 through 45

22 Strike page 25

23 Page 26, strike lines 1 through 22, insert:

24 "D. The certificate of disclosure shall set forth all of the

25 following:

26 1. The following information regarding all persons who at the time of

27 its delivery are officers, directors, trustees and incorporators:

28 (a) Whether any of the persons have been convicted of a felony

29 involving a transaction in securities, consumer fraud or antitrust in any

30 state or federal jurisdiction within the seven year period immediately

31 preceding the execution of the certificate.

1 (b) Whether any of the persons have been convicted of a felony, the
2 essential elements of which consisted of fraud, misrepresentation, theft by
3 false pretenses or restraint of trade or monopoly in any state or federal
4 jurisdiction within the seven year period immediately preceding the execution
5 of the certificate.

6 (c) Whether any of the persons are or have been subject to an
7 injunction, judgment, decree or permanent order of any state or federal court
8 entered within the seven year period immediately preceding the execution of
9 the certificate, if the injunction, judgment, decree or permanent order
10 involved any of the following:

11 (i) The violation of fraud or registration provisions of the
12 securities laws of that jurisdiction.

13 (ii) The violation of consumer fraud laws of that jurisdiction.

14 (iii) The violation of the antitrust or restraint of trade laws of
15 that jurisdiction.

16 (d) With regard to any of the persons who have been convicted of the
17 crimes or who are the subject of the judicial action described in
18 subdivisions (a), (b) and (c) of this paragraph, information regarding:

19 (i) Identification of the persons, including present full name, all
20 prior names or aliases, including full birth name, present home address, all
21 prior addresses for the immediately preceding seven year period, ~~AND~~ date
22 and location of birth ~~and social security number~~.

23 (ii) The nature and description of each conviction or judicial action,
24 the date and location, the court and public agency involved, and the file or
25 case number of the case.

26 2. A brief statement disclosing whether any persons who at the time of
27 its delivery are officers, directors, trustees and incorporators and who have
28 served in any such capacity in any other corporation on the bankruptcy, ~~OR~~
29 receivership ~~or charter revocation~~ of the other corporation. If so, for each
30 corporation, the certificate shall include:

31 (a) The names and addresses of each corporation and the person or
32 persons involved.

1 (b) The state in which each corporation:

2 (i) Was incorporated.

3 (ii) Transacted business.

4 (c) The dates of corporate operation.

5 3. The signatures of all the incorporators.

6 4. The date of its execution, which shall be not more than thirty days
7 before its delivery to the commission.

8 5. A declaration by each signer that the signer swears to its contents
9 under penalty of law.

10 E. The certificate of disclosure may set forth the name and address of
11 any other person whom the incorporator or incorporators choose to be the
12 subject of those disclosures required under subsection D, paragraph 1 of this
13 section.

14 F. If within sixty days after delivering the articles of incorporation
15 and certificate of disclosure to the commission any person becomes an
16 officer, director or trustee and the person was not the subject of the
17 disclosures set forth in the certificate of disclosure, the incorporator or
18 incorporators or, if the organization of the corporation has been completed
19 as provided in section 10-3205, the corporation shall execute and deliver to
20 the commission within the sixty day period a declaration, sworn to under
21 penalty of law, setting forth all information required by subsection D,
22 paragraph 1 of this section, regarding the person. If the incorporator or
23 incorporators or, as applicable, the corporation fails to comply with this
24 subsection, the commission may administratively dissolve the corporation
25 pursuant to section 10-11421.

26 G. If any of the persons described in subsection D, paragraph 1 of
27 this section have been convicted of the crimes or are the subject of the
28 judicial action described in subsection D, paragraph 1 of this section, the
29 commission may direct detailed interrogatories to the persons requiring any
30 additional relevant information deemed necessary by the commission. The
31 interrogatories shall be completely answered within thirty days after mailing
32 of the interrogatories. With respect to corporations incorporating or

1 seeking authority to conduct affairs, articles of incorporation or an
2 application for authority shall not be filed until all outstanding
3 interrogatories have been answered to the satisfaction of the commission.
4 With respect to existing domestic and foreign corporations, if the
5 interrogatories are not answered as provided in this subsection or the
6 answers to the interrogatories otherwise indicate proper grounds for an
7 administrative dissolution, the commission shall initiate an administrative
8 dissolution in accordance with chapters 24 through 40 of this title.

9 H. On a quarterly updated basis, the commission shall provide to the
10 attorney general a list of all persons who are convicted of the crimes or who
11 are the subject of the judicial action described in subsection D, paragraph 1
12 of this section as indicated by the certificate of disclosure filed during
13 the preceding three months.

14 I. Any person who executed or contributed information for a
15 certificate of disclosure and who intentionally makes any untrue statement of
16 material fact or withholds any material fact with regard to the information
17 required in subsection D, paragraph 1 of this section is guilty of a class 6
18 felony."

19 Page 26, line 28, strike "~~and certificate of disclosure~~" insert "and certificate of
20 disclosure"

21 Lines 30 and 31, strike "~~and certificate of disclosure~~" insert "and certificate
22 of disclosure"

23 Line 37, strike "~~and certificate of disclosure~~" insert "and certificate of
24 disclosure"

25 Page 27, strike lines 1 through 9

26 Renumber to conform

27 Page 29, line 18, strike "or" insert "OF"

28 Page 33, lines 40 and 41, strike "~~and the corporation has failed to file an~~
29 ~~affidavit of publication within sixty days~~" insert "and the corporation has
30 failed to file an affidavit **OR OTHER APPROPRIATE EVIDENCE** of publication
31 within sixty days"

32 Strike lines 44 and 45, insert:

1 "7. The corporation has failed to comply with section 10-3202,
2 subsection F."

3 Renumber to conform

4 Page 34, lines 8 and 9, strike "~~file a certificate of disclosure or~~" insert "file a
5 certificate of disclosure or"

6 Line 17, strike "~~and a certificate of disclosure~~" insert "and a certificate of
7 disclosure"

8 Line 18, after the period strike remainder of line

9 Strike line 19

10 Line 20, strike "~~requirements of section 10-3202, subsection F.~~" insert "The
11 certificate of disclosure shall contain the information set forth in section
12 10-3202, subsection D and is subject to the requirements of section 10-3202,
13 subsection F."

14 Lines 43 and 44, strike "~~and the certificate of disclosure~~" insert "and the
15 certificate of disclosure"

16 Page 36, lines 35 and 36, strike "~~and the foreign corporation has failed to file an
17 affidavit of publication within sixty days after that notice~~" insert "and the
18 foreign corporation has failed to file an affidavit **OR OTHER APPROPRIATE**
19 **EVIDENCE** of publication within sixty days after that notice"

20 Page 37, line 1, strike "~~file a certificate of disclosure or~~" insert "file a
21 certificate of disclosure or"

22 Strike lines 22 and 23, insert:

23 "7. A certificate of disclosure containing the information set forth
24 in section 10-3202, subsection D."

25 Renumber to conform

26 Strike line 26

27 Page 38, strike lines 4 through 13, insert:

28 "E. Any corporation that is exempt from the requirement of filing an
29 annual report shall deliver annually a certificate of disclosure containing
30 the information set forth in section 10-3202, subsection D, executed by any
31 two executive officers or directors of the corporation on or before May 31.
32 If the certificate is not delivered within ninety days after the due date of

1 the annual report or within ninety days after May 31 in the case of any
2 corporation that is exempt from the requirement of filing an annual report,
3 the commission shall initiate administrative dissolution of that corporation
4 or revoke the application for authority of that corporation in accordance
5 with chapters 24 through 40 of this title."

6 Page 38, strike lines 14 through 25, insert:

7 "Sec. 25. Section 29-304, Arizona Revised Statutes, is amended to
8 read:

9 29-304. Specified office and agent

10 A. Each limited partnership shall continuously maintain in this state:

11 1. An office, which may but need not be a place of its business in
12 this state, at which shall be kept the records required by section 29-305 to
13 be maintained; and

14 2. An agent for service of process on the limited partnership, which
15 agent shall be an individual resident of this state, a domestic corporation,
16 A DOMESTIC LIMITED LIABILITY COMPANY, ~~or~~ a foreign corporation OR A FOREIGN
17 LIMITED LIABILITY COMPANY authorized to do business in this state. A
18 statutory agent of a limited partnership may resign as agent by delivering a
19 written notice to the secretary of state and mailing a copy of the notice to
20 the partnership at its last known address. The appointment of the agent
21 terminates thirty days after receipt of the notice by the secretary of state
22 or on the appointment of a new statutory agent, whichever occurs first.

23 B. If a limited partnership fails to appoint or maintain an agent for
24 service of process in this state or the agent for service of process cannot
25 with reasonable diligence be found at the agent's address, the secretary of
26 state is an agent of the limited partnership on whom process, notice or
27 demand may be served.

28 C. If the secretary of state accepts service of process, notice or
29 demand pursuant to subsection B of this section, the secretary of state shall
30 forward by certified mail, ~~the~~ the summons and the complaint to the limited
31 partnership at the address on file with the secretary of state at the time of
32 service.

1 D. The secretary of state is not liable for any damages incurred by
2 the limited partnership if the limited partnership does not receive the
3 summons and complaint.

4 Sec. 26. Section 29-601, Arizona Revised Statutes, is amended to read:

5 29-601. Definitions

6 In this chapter, unless the context otherwise requires:

7 1. "Articles of organization" means the initial articles of
8 organization as amended or restated from time to time.

9 2. "Assignee" means any person who acquires in any manner the
10 ownership of an interest in a limited liability company and who has not been
11 admitted as a member.

12 3. "Capital contribution" means cash, other property, the use of
13 property, services rendered or any other valuable consideration transferred
14 to a limited liability company as consideration for issuing an interest in a
15 limited liability company.

16 4. "Commission" means the corporation commission.

17 5. "Court" includes any court and judge with jurisdiction in the case.

18 6. "Domestic limited liability company" or "limited liability company"
19 means a limited liability company organized and existing under this chapter.

20 7. "Event of withdrawal" means an event that causes a person to cease
21 to be a member as provided in section 29-733.

22 8. "Executed" means executed by manual or facsimile signature on
23 behalf of the limited liability company by a duly authorized member if
24 management of the limited liability company is reserved to the members or
25 manager if management of the limited liability company is vested in a
26 manager, or if the limited liability company is in the hands of a receiver or
27 trustee, by the receiver or trustee.

28 9. "Filing" means the commission completing the following procedure
29 with respect to any document delivered for that purpose:

30 (a) Determining that the filing fee requirements of this chapter have
31 been satisfied.

1 (b) Determining that the document appears in all respects to conform
2 to the requirements of this chapter.

3 (c) On making the determinations required by this paragraph,
4 endorsement of the word "filed" with the applicable date on or attached to
5 the document and the return of copies to the person who delivered the
6 document or the person's representative.

7 10. "Foreign limited liability company" means either:

8 (a) An unincorporated entity or association that is owned by one or
9 more persons that have limited liability for the debts of the business, other
10 than a partnership or trust, and that is formed under the laws of a
11 jurisdiction other than this state for any lawful purpose, including the
12 rendering of professional services as defined in that jurisdiction.

13 (b) An entity or unincorporated association that is formed under the
14 laws of a jurisdiction other than this state for any lawful purpose,
15 including the rendering of professional services as defined in that
16 jurisdiction, and that is characterized as a limited liability company by
17 those laws.

18 11. "Initial articles of organization" means the articles of
19 organization filed with the commission at the time a limited liability
20 company is formed, including articles of organization that are corrected to
21 conform to the filing provisions of this chapter pursuant to section 29-634,
22 subsection B C, paragraph 2.

23 12. "Member" means a person who is admitted as a member in a limited
24 liability company pursuant to this chapter until an event of withdrawal
25 occurs with respect to the person and, if reference is made to members, that
26 reference means a member in the case of a limited liability company that has
27 a single member. A MEMBER INCLUDES A NONECONOMIC MEMBER OF A LIMITED
28 LIABILITY COMPANY WHO:

29 (a) DOES NOT OWN A MEMBER'S INTEREST IN THE COMPANY.

30 (b) DOES NOT HAVE AN OBLIGATION TO CONTRIBUTE CAPITAL TO THE COMPANY.

1 (c) DOES NOT HAVE A RIGHT TO PARTICIPATE IN OR RECEIVE DISTRIBUTIONS
2 OF PROFITS OF THE COMPANY OR AN OBLIGATION TO CONTRIBUTE TO THE LOSSES OF THE
3 COMPANY.

4 (d) MAY HAVE VOTING RIGHTS AND OTHER RIGHTS AND PRIVILEGES AS
5 PRESCRIBED BY THE ARTICLES OF ORGANIZATION OR OPERATING AGREEMENT.

6 13. "Member's interest", "interest in a limited liability company" or
7 "interest in the limited liability company" means a member's share of the
8 profits and losses of a limited liability company and the right to receive
9 distributions of limited liability company assets.

10 14. "Operating agreement" means either:

11 (a) Any written or oral agreements among all members concerning the
12 affairs of a limited liability company or the conduct of its business.

13 (b) In the case of a limited liability company that has a single
14 member, any written or oral statement of the member made in good faith
15 purporting to govern the affairs of a limited liability company or the
16 conduct of its business as of the effective time of the statement.

17 15. "Person" includes any individual, general partnership, limited
18 partnership, domestic or foreign limited liability company, corporation,
19 trust, business trust, real estate investment trust, estate and other
20 association.

21 16. "Real property" includes land, any interest, leasehold or estate in
22 land and any improvements on it.

23 17. "State" means a state, possession or territory of the United
24 States, the District of Columbia or the Commonwealth of Puerto Rico."

25 Renumber to conform

26 Page 38, line 41, strike "If the commission determines that the documents"

27 Line 42, strike "SATISFY THE FILING REQUIREMENTS PRESCRIBED IN this chapter,"

28 Strike lines 43, 44 and 45, insert "THE COMMISSION SHALL FILE A DOCUMENT
29 DELIVERED TO THE COMMISSION FOR FILING IF ALL OF THE FOLLOWING APPLY:

30 1. THE COMMISSION DETERMINES THAT THE DOCUMENT CONFORMS TO THE FILING
31 PROVISIONS OF THIS CHAPTER.

1 2. THE LIMITED LIABILITY COMPANY FILING THE DOCUMENT OR ON WHOSE
2 BEHALF THE DOCUMENT IS BEING FILED, IS IN GOOD STANDING WITHIN THE MEANING OF
3 SECTION 29-614.

4 3. ALL FEES REQUIRED PURSUANT TO SECTION 29-851 HAVE BEEN PAID.

5 B. THE COMMISSION MAY FILE A DOCUMENT DELIVERED TO THE COMMISSION THAT
6 IS REQUIRED TO BRING THE LIMITED LIABILITY COMPANY INTO GOOD STANDING. THE
7 COMMISSION SHALL:"

8 Reletter to conform

9 Page 39, strike lines 25 through 43

10 Page 40, strike lines 1 through 14, insert:

11 "Sec. 39. Section 29-635, Arizona Revised Statutes, is amended to
12 read:

13 29-635. Formation of limited liability company

14 A. Except as provided in section 29-634, subsection ~~E~~ D, a limited
15 liability company is formed when the articles of organization are delivered
16 to the commission for filing, even if the commission is unable to make the
17 determination required for filing by section 29-634, subsection A at the time
18 of delivery. If the articles of organization, as delivered to the
19 commission, do not conform to the filing provisions of this chapter and are
20 not brought into conformance within the time period prescribed by section
21 29-634, subsection ~~B~~ C, paragraph 2, the existence of the limited liability
22 company terminates at the end of the time period.

23 B. A copy of the articles of organization that is filed with the
24 commission and that is stamped "filed" and marked with the filing date is
25 conclusive evidence that all conditions precedent required to be performed by
26 the organizers have been complied with and that the limited liability company
27 has been legally organized and formed under this chapter. A limited
28 liability company continues perpetually unless otherwise provided in its
29 articles of organization or operating agreement or until the limited
30 liability company is dissolved and terminated in accordance with this
31 chapter.

C. Within sixty days after the commission has approved the filing there shall be published in a newspaper of general circulation in the county of the known place of business, for three consecutive publications, a notice of the filing of such articles of organization consisting of the information required in section 29-632, subsection A, paragraphs 1, 2, 3, 5 and 6. An affidavit evidencing publication shall be filed within ninety days after approval by the commission of the filing of the articles of organization."

Renumber to conform

Line 23, strike "~~3.~~" insert "3:"

Line 24, strike "~~1.~~" insert "1."

Page 40, strike lines 28 and 29, insert:

~~"3.~~ 2. That all of the known properties and assets of the limited liability company have been applied and distributed pursuant to this chapter."

Line 35, strike "~~filing~~ SIGNING" insert "filing"

Line 38, strike "are thereafter"

Strike line 39

Line 40, strike "company and as such"

Line 43, after "company" insert "TO WIND UP AND LIQUIDATE THE BUSINESS AND AFFAIRS OF THE LIMITED LIABILITY COMPANY"

Page 41, line 40, after the period, insert "IF THE LIMITED LIABILITY COMPANY HAS NOT APPLIED FOR REINSTATEMENT WITHIN SIX MONTHS AFTER THE EFFECTIVE DATE OF THE DISSOLUTION, THE COMMISSION SHALL RELEASE THE COMPANY NAME FOR USE IN ACCORDANCE WITH CHAPTER 4 OF THIS TITLE OR BY A PERSON INTENDING TO REGISTER THE NAME AS A TRADEMARK PURSUANT TO TITLE 44, CHAPTER 10, ARTICLE 3.1"

Page 42, line 13, after the period, insert "IF ANOTHER COMPANY HAS ADOPTED THE NAME OF THE LIMITED LIABILITY COMPANY OR ANOTHER PERSON HAS ADOPTED THE NAME OF THE COMPANY AS A TRADEMARK, THE APPLICATION SHALL BE ACCOMPANIED BY ARTICLES OF AMENDMENT THAT ARE IN ACCORDANCE WITH CHAPTER 4 OF THIS TITLE AND THAT ADOPT A NEW NAME FOR THE LIMITED LIABILITY COMPANY THAT COMPLIES WITH CHAPTER 4 OF THIS TITLE."

Page 42, strike lines 24 through 45

Strike pages 43, 44 and 45

Renumber to conform

Page 45, after line 45, insert:

"Sec. 32. Section 44-1236, Arizona Revised Statutes, is amended to read:

44-1236. Certificate of name required; exceptions

A. Any person other than a partnership transacting business in this state under a fictitious name or a designation not showing the name of the owner of the business or the name of the corporation doing such business shall record with the county recorder of the county in which the place of business is located a certificate stating in full either:

1. The name of the owner of the business and his or her place of residence, signed by the owner and acknowledged.

2. If a corporation, the name and address of the corporation, signed by the statutory agent and acknowledged.

B. A new certificate shall be recorded upon any change in ownership of the business using a fictitious name unless such business is a corporation.

C. A new certificate shall be recorded if a corporation transfers the right to use such fictitious name to another corporation.

D. A person or corporation doing business contrary to this section shall not maintain an action upon or on account of a contract or transaction made in the fictitious name in any court of this state until such person has first recorded the certificate required by this section.

E. THIS SECTION DOES NOT APPLY TO A PERSON OR CORPORATION THAT HAS EITHER:

1. FILED A TRADE NAME CERTIFICATE WITH THE SECRETARY OF STATE.

2. OBTAINED AUTHORIZATION FROM THE CORPORATION COMMISSION TO CONDUCT BUSINESS AS A FOREIGN CORPORATION USING A PARTICULAR NAME."

Amend title to conform

3/13/08

10:41 AM

S: BT/mh